

Union Pacific Corporation



No. 8-188A061
Date JUL 6 1988
Fee \$ 13.00

ICC Washington, D.C.

Richard J. Ressler
Senior Corporate Attorney

July 5, 1988

RECORDATION NO. 7857-E

JUL 6 1988-10

INTERSTATE COMMERCE COMMISSION

Hon. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

RE: Union Pacific Equipment Trust
No. 3 of 1975; Agreement dated as
of March 1, 1975

Dear Ms. McGee:

Enclosed please find an original and two counter-
parts of the document described below, which are to be
recorded pursuant to 49 U.S.C. § 11303.

The document is a Bill of Sale and Declaration of
Payment, dated as of June 27, 1988, by Citibank, N.A.,
as Trustee under the above-captioned Agreement,
consenting that the record of its title to the
equipment covered by such Agreement be cancelled and
discharged. The Agreement is recorded under
Recordation No. 7857.

I enclose a fee of \$13. Please return to me the
original Bill of Sale and Declaration of Payment and
any copies which you do not need for recordation.
Kindly acknowledge your receipt of this letter and its
enclosures by stamping and returning to me the extra
copy of this letter which I have enclosed. A postage
paid, addressed envelope is enclosed for your
convenience.

Very truly yours,

Richard J. Ressler

RJR:lah
Encls.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

7/6/88

Richard J. Ressler
Senior Corporate Attn.
Union Pacific Corporation
345 Park Ave.
New York, NY 10054

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/6/88 at 10:40AM, and assigned recordation number(s). 7857-6

Sincerely yours,

Narita L. McGee

Secretary

Enclosure(s)

BILL OF SALE
AND
DECLARATION OF PAYMENT

RECORDATION NO. 7857-B

JUL 6 1988 10 52 AM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Union Pacific Railroad Company, a Utah corporation (the "Company"), and Citibank, N.A. (formerly First National City Bank), a national banking association, as Trustee (the "Trustee"), have entered into an Equipment Trust Agreement, dated as of March 1, 1975, which was filed and recorded pursuant to 49 U.S.C. § 11303 (formerly Section 20c of the Interstate Commerce Act) on March 10, 1975 and assigned Recordation No. 7857; a First Supplemental Agreement, dated as of May 1, 1975, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on June 2, 1975 and assigned Recordation No. 7857-A; a Second Supplemental Agreement, dated as of July 1, 1975, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on September 4, 1975 and assigned Recordation No. 7857-B; a Third Supplemental Agreement, dated as of August 1, 1979, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on September 14, 1979 and assigned Recordation No. 7857-C; a Fourth Supplemental Agreement, dated as of April 30, 1982, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on June 11, 1982 and assigned Recordation No. 7857-E; and a Fifth Supplemental Agreement, dated as of October 1, 1982, amending such Equipment Trust Agreement, which

was filed and recorded pursuant to Section 11303 on November 19, 1982 and assigned Recordation No. 7857-F (the Equipment Trust Agreement, as amended by such Supplemental Agreements, being hereinafter referred to as the "Agreement") covering the construction and transfer of the units of new railroad equipment (the "Equipment") described in Schedule A thereto and hereto and, pursuant to the Agreement, the Trustee has issued \$60,000,000 aggregate principal amount of Union Pacific Equipment Trust No. 3 of 1975 Equipment Trust Certificates; and

WHEREAS, on March 1, 1988, the Company made the final payment due under the Agreement; and

WHEREAS, the Company has paid the Trustee the full aggregate purchase price for all the Equipment, together with interest, and any and all other payments as provided in the Agreement, and the Company represents and warrants that it has performed all the covenants and conditions contained in the Agreement;

NOW, THEREFORE, the Trustee does hereby declare and acknowledge that to the best of its knowledge and belief and based on the foregoing, all the terms and conditions stipulated in the Agreement have been fully performed and that all monies payable thereunder have been fully paid.

WHEREUPON, the Trustee does hereby grant, bargain, sell and convey unto the Company, without recourse in any event, in any contingency or for any cause, the Equipment free and clear of all liens and encumbrances created in or retained by it under the Agreement, it being understood that the Trustee makes no other covenants of title, representations or warranties, expressed or


implied, in law or in equity, with respect to any other liens or with respect to any other matters relating to the Equipment, including without limitation the existence of such Equipment, that the Equipment has not been previously leased under the Agreement or that the Equipment has not suffered a Casualty Occurrence (as defined in the Agreement).

TO HAVE AND TO HOLD all and singular the Equipment unto the Company, its successors and assigns forever.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be executed under its corporate seal by its officers thereunto duly authorized this 27th day of June, 1988.


CITIBANK, N.A.,
As Trustee

By: 
VICE PRESIDENT

Attest: 
TRUST OFFICER

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 27th day of June, 1988, before me personally appeared **R. DeFELICE**, to me personally known, who being by me duly sworn, said that he is a **VICE PRESIDENT** of Citibank, N.A., the seal affixed to the foregoing instrument is the corporate seal of such corporation and the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.



Notary Public

JANETTE C. AUSTIN
Notary Public, State of New York
No. 24-4982390
Qualified in Kings County
Certificate Filed in New York County
Commission Expires Aug. 3, 1989

EQUIPMENT TRUST AGREEMENT

Dated March 1, 1975

Description Of Equipment As Of December 31, 1987Diesel - Electric Locomotives

17 General Motors
3288 to 3304 Inclusive

15 General Electric
2905
2907 to 2911 Inclusive
2913
2916 to 2918 Inclusive

Cabooses

50 International Car Company
25701
25703
25704
25706
25707
25709
25712
25714
25715
25717 to 25721 Inclusive
25724 to 25745 "
25747 to 25749 "

Quadruple Hopper Cars

500 Bethlehem Steel
38200 to 38202 Inclusive
38204 to 38220 "
38222 to 38227 "
38229 to 38236 "
38238
38240 to 38242 Inclusive
38244 to 38251 "
38253 to 38265 "
38267 to 38302 "
38304 to 38308 "
38310 to 38317 "
38319 to 38340 "
38342 to 38346 "

Quadruple Hopper Car (Con't)

38348 to 38357 Inclusive
38359 to 38366 "
38368 to 38372 "
38374 to 38381 "
38383 to 38405 "
38407 to 38446 "
38448
38449
38451 to 38454 Inclusive
38456 to 38465 "
38467
38468
38470
38473 to 38486 Inclusive
38488 to 38492 "
38494 to 38497 "
38499
38500
38502 to 38513 Inclusive
38515
38516
38519 to 38524 Inclusive
38526 to 38530 "
38532 to 38539 "
38541 to 38553 "
38556 to 38558 "
38561
38563
38564
38566 to 38604 Inclusive
38606 to 38617 "
38619 to 38630 "
38632 to 38643 "
38645 to 38655 "
38657 to 38673 "
38675 to 38688 "
38690
38691
38393 to 38695 Inclusive
38697 to 38699 "

Flat Cars

200 Union Pacific RR Built
52000 to 52005 Inclusive
52007 to 52010 "
52012 to 52047 "
52049 to 52068 "
52070 to 52086 "
52088 to 52099 "
215550 to 215573 "
215575
215577 to 215583 Inclusive
215585 to 215641 "
215643 to 215649 "

22 Portic Inc.
215721 to 215742 Inclusive

25 Midwest Freight Car
253500 to 253524 Inclusive

Box Cars

400 Pacific Car and Foundry
355100 to 355114 Inclusive
355116 to 355125 "
355127 to 355140 "
355142
355144
355146 to 355168 Inclusive
355170 to 355175 "
355178 to 355193 "
355195 to 355199 "
450950 to 450952 "
450954
450957 to 450973 Inclusive
450976 to 450987 "
450989
450991 to 450997 Inclusive
450999 to 451001 "
451003 to 451014 "
451017 to 451023 "
451025 to 451038 "
451040 to 451052 "
451054 to 451065 "
451067 to 451081 "
451083 to 451116 "
451118 to 451129 "
451131 to 451146 "
451148

Box Cars (Con't)

451150 to 451154 Inclusive
451156 to 451167 "
451169 to 451171 "
451173 to 451180 "
451182 to 451185 "
451187
451188
451190 to 451203 Inclusive
451205 to 451241 "
451243 to 451249 "

235 Union Pacific RR Built

171651
171654
171659
171664
171675
171676
171679
171689
171691
171693
171701
171707
171709
171717
171722
171724
171728
171730
171732
171734
171738
171740
171743
171748
171753
171757 to 171759 Inclusive
171761
171762
171767
171769
171778
171780
171781
171784
171785
171810
171812 to 171814 Inclusive

Box Cars (Con't)

171821
171822
171827
171832
171836
171840
171842
171855
171856
171859
171863
171868
171870
171875
171883

Covered Hopper Cars (Con't)

75749 to 75779 Inclusive
75781 to 75803 "
75805 to 75818 "
75821 to 75823 "
75825 to 75837 "
75839 to 75849 "

26 ACF Industries
79015 to 79026 Inclusive
79028 to 79034 "
79132 to 79138 "
220137 to 220167 "

17 Greenville Steel Car Co.
218309 to 218325 Inclusive

Covered Hopper Cars

500 Pullman Inc.

75350 to 75358 Inclusive
75360 to 75390 "
75392 to 75410 "
75413 to 75418 "
75420 to 75431 "
75433 to 75446 "
75448 to 75457 "
75460
75462 to 75531 Inclusive
75533
75535 to 75561 Inclusive
75564 to 75567 "
75570 to 75576 "
75578
75579
75581
75583 to 75585 Inclusive
75587 to 75601 "
75603
75604
75606 to 75621 Inclusive
75623 to 75631 "
75633 to 75646 "
75648 to 75663 "
75665 to 75668 "
75670 to 75675 "
75677 to 75688 "
75692 to 75705 "
75707 to 75727 "
75731 to 75734 "
75736 to 75747 "